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**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH**

THE SCO GROUP, INC.

Plaintiff/Counterclaim-
Defendant,

v.

INTERNATIONAL BUSINESS
MACHINES CORPORATION,

Defendant/Counterclaim-
Plaintiff.

**MEMORANDUM OF
DEFENDANT/COUNTERCLAIM-
PLAINTIFF IBM IN RESPONSE TO
PLAINTIFF'S MOTION FOR LEAVE TO
FILE AMENDED PLEADINGS**

Civil No. 2:03CV0294 DAK

Honorable Dale A. Kimball
Magistrate Judge Brooke Wells

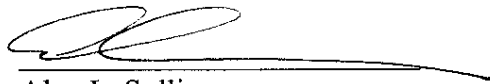
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Pursuant to DUCivR 7-1(b)(3), Defendant/Counterclaim-Plaintiff International Business Machines Corporation ("IBM") submits the following response to Plaintiff's Motion for Leave to File Amended Pleadings filed on February 4, 2004.

As will be set out in IBM's answer to plaintiff's proposed Second Amended Complaint—should the Court permit plaintiff to file it—plaintiff's amended allegations are meritless. Nevertheless, and without conceding the grounds on which the amended pleadings are based, IBM does not oppose plaintiff's second motion for leave to amend, subject to IBM's right to move against the amended pleadings.

DATED this 19th day of February, 2004.

SNELL & WILMER L.L.P.



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CERTIFICATE OF SERVICE

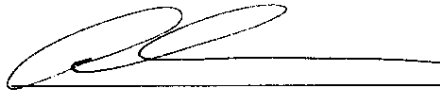
I hereby certify that on the 19th day of February, 2004, a true and correct copy of the foregoing **MEMORANDUM OF DEFENDANT/COUNTERCLAIM-PLAINTIFF IBM IN RESPONSE TO PLAINTIFF'S MOTION FOR LEAVE TO FILE AMENDED PLEADINGS** was hand delivered to the following:

Brent O. Hatch
Mark F. James
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Kevin P. McBride
299 South Main Street, Suite 1700
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and sent by U.S. Mail, postage prepaid, to the following:

Stephen N. Zack
Mark J. Heise
BOIES, SCHILLER & FLEXNER LLP
100 Southeast Second Street, Suite 2800
Miami, Florida 33131

A handwritten signature in black ink, consisting of a stylized, cursive 'S' followed by a horizontal line.